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HAND DELIVER

Mr. Pat Miller, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

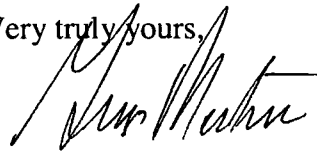
**Re: Joint Request of KMC Telecom III LLC and CenturyTel Acquisition
LLC--TRA Docket No. 05-00092**

Dear Mr. Miller:

Enclosed are an original and thirteen copies of the responses of KMC Telecom III LLC and CenturyTel Acquisition LLC to Data Request No. 1, outlined in a letter from Aster Adams dated April 6, 2005.

Please contact me if you have any question concerning these responses.

Very truly yours,



George H. Masterson

GHM:ch
Enclosure

cc: Hon. Sara Kyle (w/o enclosures)
Hon. Ron Jones (w/o enclosures)
Hon. Debi Tate (w/o enclosures)
Timothy C. Phillips, Esq. (w/ enclosures)
Richard Collier, Esq. (w/o enclosures)
Darlene Stanley (w/o enclosures)
Richard R. Cameron, Esq. (w/ enclosures)
Melissa S. Conway, Esq. (w/ enclosures)
R. Dale Grimes, Esq. (w/o enclosures)

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 05-00092

1. *Have the petitioners filed similar petitions or notices in other states? If so provide a listing of states and actions taken or pending?*

RESPONSE: KMC Telecom III LLC ("KMC III") and CenturyTel Acquisition LLC ("CenturyTel Acquisition" and, with KMC III, the "Petitioners") have filed petitions similar to the Joint Request filed with the Tennessee Regulatory Authority (the "Joint Request") in the following states: Alabama, Indiana, Kansas, Louisiana, Michigan, Minnesota, Mississippi, Texas and Wisconsin. No actions have been taken by the authorities with which such petitions were filed. The petitioners expect to file a similar petition in Ohio.

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 05-00092

2. *Have the petitioners filed a similar petition with the FCC or other agency?
If so, list any action taken and the associated file(s) or document number(s).*

RESPONSE: The Petitioners made a filing similar to the Joint Request with the Federal Communications Commission on March 14, 2005, a copy of which is attached hereto as Data Request No. 1 Attachment 2. No action has been taken by the Federal Communications Commission in response to that filing.

DATA REQUEST NO. 1 ATTACHMENT 2

FCC Application

MAR 14 2005

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of:

KMC Telecom LLC, KMC Telecom II
LLC, KMC Telecom III LLC, KMC
Telecom of Virginia, Inc., Transferor

CenturyTel Acquisition LLC, Transferee

Application for Domestic § 214
Authorization for Transfer of Control

WC Docket No. 05-_____

**STAMP
AND
RETURN**

**APPLICATION FOR DOMESTIC SECTION 214
AUTHORIZATION FOR TRANSFER OF CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Section 63.04 of the Commission's rules, 47 C.F.R. § 63.04, KMC Telecom LLC ("KMC I"), KMC Telecom II LLC ("KMC II"), KMC Telecom III LLC ("KMC III"), and KMC Telecom of Virginia, Inc. ("KMC of Virginia"), (collectively "KMC" or "Transferors"), hereby apply for the Commission's approval to transfer control of assets related to KMC's competitive local exchange telecommunications service. The proposed transferee is CenturyTel Acquisition LLC ("CenturyTel Acquisition" or "Transferee"), a limited liability holding company wholly owned by CenturyTel, Inc. ("CenturyTel, Inc.").

On February 2, 2005, CenturyTel Acquisition and KMC entered into an asset purchase agreement, under which CenturyTel Acquisition would acquire metropolitan area network transmission and switching facilities of KMC used to provide telecommunications services, as well as KMC's customer accounts, in sixteen markets in the following states: (i) Alabama; (ii) Indiana; (iii) Kansas; (iv) Louisiana; (v) Michigan; (vi) Minnesota; (vii) Mississippi; (viii) Ohio; (ix) Tennessee; (x) Texas; and (xi) Wisconsin. The proposed transactions

would cause no interruption in service to customers. No existing service would be discontinued, reduced or impaired as a result of the sale of these assets. Furthermore, this transaction will not affect rates for any services being provided to customers in the sixteen markets.¹

In accord with Section 63.04 of the Commission's rules, KMC and CenturyTel Acquisition submit the following information:

A. Request for Expedited Consideration

Immediately following the proposed transaction, customers of KMC will continue to receive services under the same rates, terms and conditions as those services are presently provided. KMC and CenturyTel Acquisition urgently need to complete the proposed transaction described below on or before June 30, 2005. Accordingly, we respectfully request that the Commission approve this application as expeditiously as possible in order to allow CenturyTel Acquisition and KMC to consummate the proposed transaction by that date.

B. Information Required by Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04

1. Name, Address and Telephone Number of Each Applicant:

Transferors:

KMC Telecom LLC
KMC Telecom II LLC
KMC Telecom III LLC
KMC Telecom of Virginia, Inc.
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
(908) 470-2100

Transferee:

CenturyTel Acquisition LLC
100 CenturyTel Drive
Monroe, LA 71203
(318) 388-9000

¹ In a related transaction, KMC has agreed to sell similar assets in 21 additional markets to Telcove, Inc. After these transactions close, KMC will continue to provide certain circuit-switched and IP wholesale data services to carriers and large enterprise customers.

2. Government, State, or Territory under the Laws of which Each Corporate or Partnership Applicant is Organized:

KMC I, KMC II, and KMC III are all limited liability companies organized under the laws of the State of Delaware. KMC Virginia is a corporation formed under the laws of the Commonwealth of Virginia.

CenturyTel Acquisition LLC is a limited liability company organized under the laws of the State of Louisiana

3. Legal Counsel to Whom Correspondence Concerning the Application Is To Be Addressed:

For Transferor:

Brad E. Mutschelknaus
Melissa S. Conway
Kelley Drye & Warren LLP
1200 19th Street, NW, Suite 500
Washington, DC 20036
(202) 955-0600

Copy To:

Marva Brown Johnson
KMC Telecom Holdings, Inc.
1755 North Brown Road
Lawrenceville, Georgia 30043
(678) 985-6220

For Transferee:

Richard R. Cameron
Manu Gayatrinath
Latham & Watkins LLP
555 Eleventh Street N.W., Suite 1000
Washington, D.C. 20004
(202) 637-2200

Copy To:

Stacey W. Goff
Senior Vice President, General Counsel & Secretary
CenturyTel, Inc.
100 CenturyTel Drive
Monroe, Louisiana 72103
(318) 388-9000

4. Name, Address, and Percentage Ownership of Entities that Own At Least 10 Percent of the Equity of the Applicant:

For Transferors:

KMC I, KMC II, KMC III, and KMC of Virginia are all wholly-owned by KMC Telecom Holdings, Inc., 1545 Route 206, Suite 300, Bedminster, New Jersey 07921, a Delaware corporation.

For Transferees:

CenturyTel Acquisition LLC is a direct, wholly-owned subsidiary of CenturyTel, Inc., 100 CenturyTel Drive, Monroe, Louisiana, 71203, a Louisiana corporation. The equity of CenturyTel, Inc. is widely held and publicly-traded on the New York Stock Exchange under the symbol "CTL." No individual or entity directly or indirectly owns 10 percent or more of the equity of CenturyTel, Inc.

5. Certification Pursuant to Sections 1.2001 through 1.2003 that No Party to the Application Is Subject to Denial of Federal Benefits:

By their signatures below, the Transferor and Transferee certify that no party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853.

6. Description of Transaction

On February 2nd, 2005, KMC entered into a purchase agreement (the "Purchase Agreement") with CenturyTel Acquisition, under which KMC would transfer to CenturyTel Acquisition the assets identified in the agreement, including almost 1000 route miles of lit fiber optic metropolitan area network facilities, associated telecommunications switching equipment, customer accounts, employees, accounts receivable, inventory, intellectual property, and real property interests, in sixteen second- and third-tier markets. In addition, CenturyTel Acquisition

will also acquire a network operations center ("NOC") in Huntsville, Alabama that supports multiple markets. CenturyTel Acquisition will also acquire the right to, at its option, change its name to "KMC Telecom III LLC" and to use the KMC Access Carrier Name Abbreviation ("ACNA") code. In consideration for these KMC assets, CenturyTel Acquisition will pay to KMC \$65,000,000, subject to purchase price adjustments at the time of closing.

The parties anticipate that this transaction will be transparent to KMC's customers. The proposed transfer of KMC's assets to CenturyTel Acquisition would cause no interruption in service to customers. No existing service would be discontinued, reduced or impaired as a result of the transfer of these assets. Furthermore, this transaction will not affect rates for any services being provided to customers in the sixteen markets.

7. Description of the Geographical Areas in Which the Transferor and Transferee (and their Affiliates) Offer Domestic Telecommunications Services, and What Services Are Provided in Each Area:

Although CenturyTel, Inc. and KMC serve markets in the same regions, there is no geographical overlap between CenturyTel, Inc. and the KMC assets CenturyTel Acquisition would acquire in this transaction.

KMC is a competitive local exchange carrier ("CLEC") providing a full range of telecommunications information services to carriers and enterprise customers. These services include local exchange, interexchange, switched and special access services, data transmission, and Internet access. Under the terms of the Purchase Agreement, CenturyTel Acquisition would acquire KMC's assets in the following sixteen markets: (i) Ann Arbor, Michigan; (ii) Baton Rouge, Louisiana; (iii) Chattanooga, Tennessee; (iv) Corpus Christi, Texas; (v) Eden Prairie, Minnesota; (vi) Fort Wayne, Indiana; (vii) Huntsville, Tennessee; (viii) Lansing, Michigan; (ix) Long View, Texas; (x) Madison, Wisconsin; (xi) Biloxi/Gulfport, Mississippi; (xii)

Montgomery, Alabama; (xiii) Topeka, Kansas; (xiv) Akron, Ohio; (xv) Dayton, Ohio; and (xvi) Toledo, Ohio.²

In addition, KMC provides nationwide customized telecommunications services, primarily consisting of data transmission and termination services, to interexchange carriers, wireless service providers, Internet service providers, utilities, and cable multiple system operators (MSOs). KMC, through KMC Telecom V, Inc. and KMC Data LLC, wholly-subsidiaries of KMC Telecom Holdings, Inc., will continue to provide these services after the CenturyTel and Telcove transactions close. KMC Telecom V, Inc. and KMC Data LLC collectively currently provide services in Alabama, Arkansas, Arizona, California, Connecticut, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Maryland, Michigan, Minnesota, Missouri, Mississippi, Montana, North Carolina, Nebraska, New Jersey, New Mexico, Nevada, New York, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin, West Virginia, and Wyoming.

CenturyTel, Inc, through its subsidiaries, is a leader in providing integrated communications services to rural markets. CenturyTel, Inc. provides a variety of high quality communications services, including local exchange services as an incumbent LEC to over 2.4 million access lines, long distance services to over 1 million customers, and dial-up and high-speed DSL Internet access services to approximately 300,000 customers, in twenty-two states.

² In a related transaction, Telcove, Inc., another CLEC, is acquiring similar assets from KMC in the 21 remaining markets, namely: Augusta and Savannah, Georgia; Columbia, Charleston and Spartanburg, South Carolina; Daytona Beach, Ft. Myers, Greater Pinellas, Melbourne, Pensacola, Sarasota and Tallahassee, Florida; Fayetteville, Greensboro, Hickory, Wilmington and Winston-Salem, North Carolina; Hampton Roads and Roanoke, Virginia; Bethesda/Frederick/Rockville, Maryland; and, Bristol/Johnson City/Kingsport (Tri-Cities), Tennessee.

These states are: Alabama, Arizona, Arkansas, Colorado, Indiana, Iowa, Louisiana, Michigan, Mississippi, Missouri, Montana, Nevada, Ohio, Oregon, Tennessee, Wisconsin and Wyoming. No subsidiary of CenturyTel, Inc, however, provides local exchange service in any of the geographic areas where the KMC assets that are the subject of this transaction are located.

In addition, CenturyTel, Inc., through its affiliates CenturyTel Solutions LLC and CenturyTel Fiber II LLC (collectively, "Lightcore"), offer a full suite of competitive local, long distance, and data services to enterprise customers in Monroe and Shreveport, Louisiana, and wholesale bandwidth transport services to telecommunications carriers and service providers, using its fiber optic transmission network totaling more than 10,000 route miles across 15 states in the central United States. These long-haul fiber optic transmission lines in many cases complement the fiber optic metropolitan area networks of KMC that are the subject of this transaction.

Attachment A is a map which shows the existing networks of CenturyTel, Inc.'s local exchange and competitive subsidiaries and KMC.

8. Eligibility for Streamlined Processing:

The application is eligible for presumptive streamlined treatment under section 63.03(b)(2)(ii) of the Commission's rules.³ As described in that rule, the Commission has found that a proposed transaction will be presumptively eligible for streamlined processing if (1) the transaction would result in a transferee having a market share in the interstate, interexchange market of less than 10 percent; (2) the transferee would provide competitive telephone exchange services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) the applicants are a dominant carrier and a non-

³ 47 C.F.R. 63.03(b)(2)(ii).

dominant carrier that provides service exclusively outside the geographic area where the dominant carrier is dominant.

The transaction proposed in this application fit these criteria precisely. *First*, CenturyTel Acquisition and KMC, taken together, would have a market share in the interstate, interexchange marketplace considerably below 10 percent. *Second*, KMC currently provides competitive local exchange service in markets served by dominant local exchange carriers that are not party to this transaction, chiefly affiliates of SBC and BellSouth. *Third*, as discussed above, there is no geographic overlap between CenturyTel, Inc.'s ILEC service territory and the facilities it would acquire from KMC, and none of the facilities being acquired are used to provide service within CenturyTel, Inc.'s ILEC service territory. As the Commission has held, "with respect to transfers of control involving dominant carriers, we are less concerned about the likelihood of public interest harms occurring as a result of a merger with a carrier that operates outside of a dominant carrier's region than we are about the likelihood that public interest harms might occur as a result of a merger with a carrier that operates within the dominant carrier's region."⁴

9. Other Commission Applications Related to the Same Transaction:

The proposed transaction would result in the transfer to CenturyTel Acquisition of KMC's customer base in the sixteen markets that are the subject of this transaction. Therefore, CenturyTel Acquisition will file the required certification of compliance with Section 64.1120(e)(3) of the Commission's rules.

KMC holds no Title III licenses for the use of radio spectrum.

⁴ *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517 ¶ 31 (2002) ("Streamlining Order").

KMC III holds international resold and facilities-based Section 214 authority pursuant to authority granted by the Commission in File Nos. ITC-214-19980211-00101 and ITC-ASG-20030708-0378. CenturyTel and its affiliates already hold authority from the Commission to provide global resold international telecommunications services, granted in File No. ITC-214-19990224-00099 and, as such, transfer of the KMC license is not at issue in this application.

10. Statement Whether the Applicants Are Requesting Special Consideration because Either Party to the Transaction is Facing Imminent Business Failure:

The parties are not requesting special consideration of this application.

11. Identification of Any Separately-Filed Waiver Requests Being Sought in Conjunction with the Transaction:

No such waiver requests are being filed.

12. Statement of How the Transaction Will Serve the Public Interest, Convenience, and Necessity, Including Any Additional Information that May Be Necessary to Show the Effect of the Proposed Transaction on Competition in Domestic Markets:

The proposed transaction would serve the public interest, convenience, and necessity. *First*, the transaction will give customers served by KMC's metropolitan area network facilities access to the complementary, extensive regional long-haul fiber optic network operated by CenturyTel, Inc.'s affiliate, Lightcore. Lightcore's network covers more than 10,000 route miles spanning 15 states in the central United States, connecting points in or near many of the markets in which KMC's facilities are located. The integration of KMC's metropolitan area network assets into CenturyTel, Inc.'s existing networks will redound to the benefit of both carriers' customers.

Second, the transaction will strengthen competition in the sixteen markets covered by this transaction. This acquisition would put CenturyTel, Inc.'s managerial, technical, and

financial resources to work to ensure continued delivery and improvement of the services provided to KMC's customers CenturyTel, Inc. specializes in providing service in rural and small urban markets, chiefly in the central and northwestern United States. CenturyTel, Inc. continues to be a leader in providing reliable, high-quality services to its residential, business, and carrier customers alike. Its investment in competitive facilities in KMC's markets reflects CenturyTel, Inc.'s strengthening commitment to becoming one of the region's premier telecommunications providers to carriers and end user customers alike.

Third, the proposed transaction is expected to enhance competition in the affected markets by introducing Transferee or expanding its presence as a viable competitor. At the same time, the transaction will allow KMC to continue the on-going restructuring of the company's operations and continue to implement its business strategies using its new national IP/MPLS network.

Fourth, there will be no countervailing public interest harms. The planned sale will have no known immediate or substantial adverse effect on the service provided to customers in these exchanges. The transaction will cause no interruption in service to customers and no existing service will be discontinued, reduced or impaired as a result of this sale. There is no overlap between the KMC facilities being acquired and CenturyTel, Inc.'s incumbent LEC service territory and, as a result, there will be no reduction in the number of competitors or the level of competition as a result of this acquisition.

* * * *

For the foregoing reasons, the applicants respectfully request that the Commission approve the proposed transfer of control through the sale of assets will serve the public interest, convenience and necessity. The Commission should therefore grant this application.

Respectfully Submitted,

KMC TELECOM LLC
KMC TELECOM II LLC
KMC TELECOM III LLC
KMC TELECOM OF VIRGINIA, INC.
Transferors

By: 

Marva Brown Johnson
Vice President, Senior Counsel & Assistant
Secretary
KMC Telecom Holdings, Inc.
1755 North Brown Road
Lawrenceville, Georgia 30043

Brad E. Mutschelknaus
Melissa S. Conway
Kelley Drye & Warren LLP
1200 19th Street, NW, Suite 500
Washington, DC 20036
(202) 955-0600

Its Attorneys

CENTURYTEL ACQUISITION LLC,
Transferree

By: _____

Stacey W. Goff
Senior Vice President, General Counsel
& Secretary
CenturyTel, Inc.
100 Century Park Drive
Monroe, Louisiana 72103

Richard R. Cameron
Manu Gayatrinath
Latham & Watkins LLP
555 Eleventh Street N.W., Suite 1000
Washington, D.C. 20004
(202) 637-2200

Its Attorneys

Dated: March 7, 2005

For the foregoing reasons, the applicants respectfully request that the Commission approve the proposed transfer of control through the sale of assets will serve the public interest, convenience and necessity. The Commission should therefore grant this application.

Respectfully Submitted,


KMC TELECOM LLC
KMC TELECOM II LLC
KMC TELECOM III LLC
KMC TELECOM OF VIRGINIA, INC.
Transferors

CENTURYTEL ACQUISITION LLC,
Transferree

By. _____
Marva Brown Johnson
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Washington, DC 20036
(202) 955-0600

Its Attorneys

By:  _____
Stacey W. Gott
Senior Vice President, General Counsel
& Secretary
CenturyTel, Inc.
100 Century Park Drive
Monroe, Louisiana 72103

Richard R. Cameron
Manu Gayatrinath
Latham & Watkins LLP
555 Eleventh Street N.W., Suite 1000
Washington, D.C. 20004
(202) 637-2200

Its Attorneys

Dated: March 7, 2005

Original Markets

- 1 Ann Arbor
- 2 Baton Rouge
- 3 Chattanooga
- 4 Corpus Christi
- 5 Eden Prairie
- 6 Fort Wayne
- 7 Huntsville
- 8 Lansing
- 9 Long View
- 10 Madison
- 11 Mississippi Gulf Coast
- 12 Montgomery
- 13 Topeka
- 14 Akron
- 15 Dayton
- 16 Toledo

LIGHTCORE

A CenturyTel Company

REGIONAL NETWORK 11-10-04



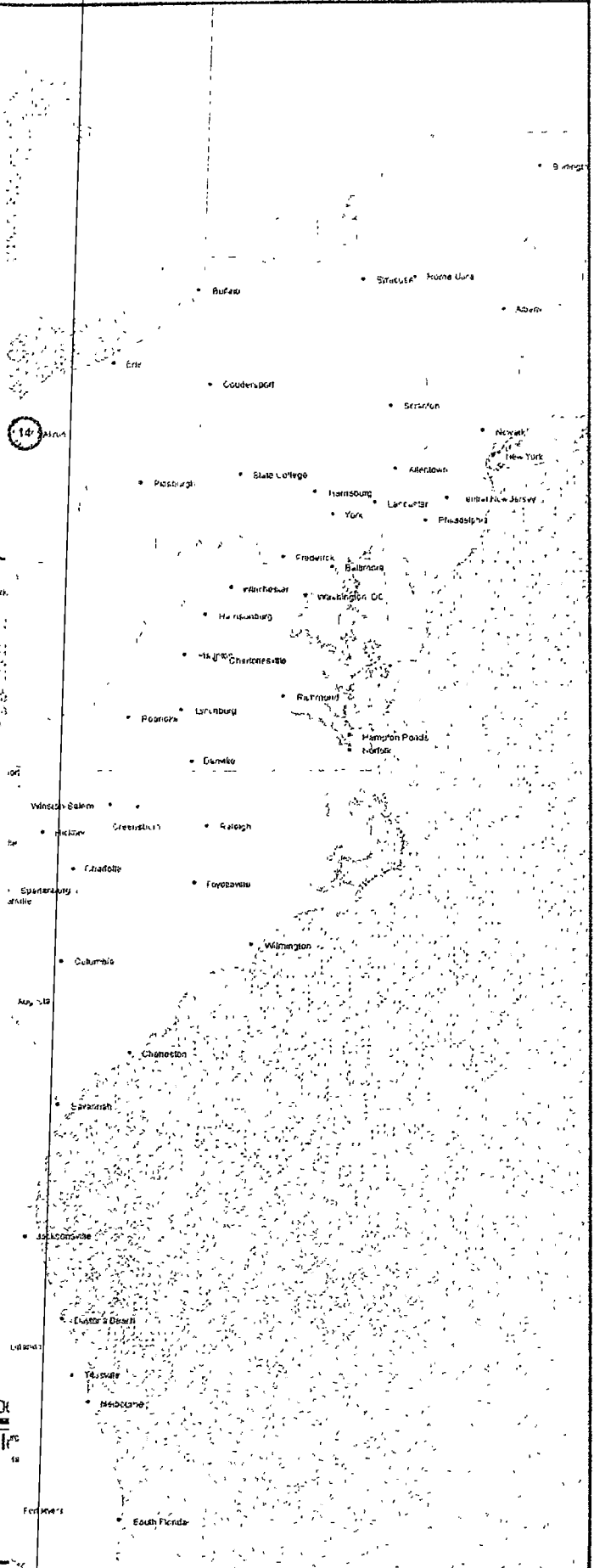
KMC Markets - 16



CenturyTel LEC Properties

- Existing Lambda
- Empty Conduit
- Dark Fiber
- LT Fiber

0 10
miles



State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 05-00092

3. *Provide a current organizational chart of KMC III and CenturyTel Acquisition before and after the transaction.*

RESPONSE: The current organizational chart of KMC III is attached hereto as Data Request No. 1 Attachment 3A. The current organizational chart of CenturyTel Acquisition is attached hereto as Data Request No. 1 Attachment 3B. Because KMC II is transferring assets and its certificate of convenience and necessity to CenturyTel Acquisition, the organizational structure of neither KMC II nor CenturyTel Acquisition will change after the transaction described in the Joint Request.

Petitioners respectfully request that the organizational charts of KMC III and CenturyTel Acquisition, attached hereto as Data Request No. 1 Attachments 3A and 3B, respectively, be accorded confidential treatment and not be made a part of the public record in this proceeding or otherwise disclosed to the public.

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 05-00092

4. *How many customers do the petitioners currently have in Tennessee?*

RESPONSE: KMC III currently has 511 customers in Tennessee. CenturyTel Acquisition currently has no customers in Tennessee.

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 05-00092

5. *How many customers does KMC III have in Tennessee, and how many will be transferred to CenturyTel Acquisition?*

RESPONSE: KMC III currently has 511 customers in Tennessee, 100 of which (all located in the Chattanooga market) will be transferred to CenturyTel Acquisition.

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 05-00092

6. *What telecommunication services will KMC III continue to provide under its current CCN in Tennessee after the transfer?*

RESPONSE: KMC Telecom III will not provide telecom services in Tennessee following the consummation of the transaction between the Petitioners that is the subject of the Joint Request and the consummation of a separate but related transaction between KMC III and Telecove of Nashville, L.P. Upon the closing of the transactions described in the Joint Request, KMC III will transfer its assets related to the provision of telecom services in the Chattanooga, Tennessee area to CenturyTel Acquisition. Pursuant to the transactions described in the joint petition of KMC Telecom III and Telecove of Nashville, L.P., TRA Docket No. 05-00076, KMC III will transfer its assets related to the provision of telecom services in the Tri-Cities, Tennessee area to Telecove of Nashville, L.P. Following those transfers, KMC Telecom III will no longer provide telecom services in Tennessee.

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 05-00092

7. *Consistent with TRA Rule 1220-4-2-.56(2)(d), provide a current customer notice or letter informing customers of the change in ownership and/or operating authority.*

RESPONSE: A copy of the form customer notification letter to be mailed to customers of KMC Telecom III that will be transferred to CenturyTel Acquisition is attached hereto as Data Request No. 1 Attachment 7. This letter was also attached to the Joint Request as Attachment B.

DATA REQUEST NO. 1 ATTACHMENT 7

Form of Customer Notification Letter

AN IMPORTANT NOTICE REGARDING YOUR LOCAL AND LONG DISTANCE TELEPHONE SERVICE FROM KMC TELECOM AND CENTURYTEL

Dear Valued Customer:

KMC Telecom Holdings, Inc. is pleased to inform you that the telephone systems owned by its affiliate, KMC Telecom III LLC which currently provide local, long distance, and data services to customers in the areas of (i) Ann Arbor, Michigan; (ii) Baton Rouge, Louisiana; (iii) Chattanooga, Tennessee; (iv) Corpus Christi, Texas; (v) Eden Prairie, Minnesota; (vi) Fort Wayne, Indiana; (vii) Huntsville, Alabama; (viii) Lansing, Michigan; (ix) Long View, Texas; (x) Madison, Wisconsin; (xi) Biloxi/Gulfport, Mississippi; (xii) Montgomery, Alabama; (xiii) Topeka, Kansas; (xiv) Akron, Ohio; (xv) Dayton, Ohio; and (xvi) Toledo, Ohio are being acquired by CenturyTel Acquisition LLC, an affiliate of CenturyTel, Inc. ("CenturyTel"). The anticipated date for the transfer of these services to CenturyTel is July 1, 2005 or as soon thereafter as the necessary approvals are obtained. Upon completion of the transfer, CenturyTel will provide service to you and KMC Telecom will no longer be your service provider. CenturyTel is working closely with KMC Telecom to ensure that the transfer of control goes smoothly and without service interruption to any customers. Your local telephone number(s) will NOT change as a result of the transfer.

As a customer of CenturyTel, one of the largest and fastest growing independent phone companies, you will continue to receive all of the same features, services, rates, terms and conditions of service that you enjoy today. Notice of any future changes in rates, terms and conditions of service will be provided to you by mail or in your bill, or otherwise as provided in your service contract, if any. CenturyTel, Inc. (NYSE: CTL) provides a full range of local, long distance, Internet and broadband services to consumers in 22 states. Included in the S&P 500 Index, CenturyTel is a leading provider of integrated communications services to rural areas and smaller cities in the United States. CenturyTel has provided telecommunications services to customers for more than 70 years and currently provides services to more than 2.3 million telephone access lines. Using state of the art-equipment and knowledgeable employees, CenturyTel provides businesses with customized communications solutions, substantial savings and personalized customer service. In addition, many CenturyTel business customers will have a local, dedicated, single point of contact ready to answer their questions or provide additional services.

As always, you may choose another carrier for your telephone service at any time provided another service provider is available, and subject to the terms of your service contract, if any. Unless you choose another carrier before the transfer date, you will automatically become a CenturyTel customer for any services you currently receive from KMC Telecom upon completion of the transfer. You do not need to take any action to be transferred to CenturyTel. CenturyTel will pay any carrier change charges associated with the transfer of your account to it. If you have placed a "freeze" on KMC Telecom's local or long distance services to prevent their unauthorized transfer to another carrier, it will be lifted when your KMC Telecom services are transferred to CenturyTel. At your request, CenturyTel can re-establish freeze protection for you

after the transfer. There will be no change to the provider of any service you receive from a carrier other than KMC Telecom as a result of the transfer.

It has been the pleasure of KMC Telecom to provide you with quality local, long distance, and data communications services and we emphasize that you will be treated as a valued customer of CenturyTel. Until the actual transfer date, KMC Telecom will continue to be responsible for all customer service and billing issues. You should contact KMC Telecom with any complaints or other customer services inquiries you may have prior to the transfer. After the transfer date, you should refer your questions and complaints to CenturyTel.

The changes described above are subject to federal and state approval of the transfer control of the KMC Telecom telephone properties.

We appreciate your understanding and support during this transition period. If you have any questions regarding this notice or any of KMC Telecom's services, please contact Suzanne Curry, KMC Vice President of Public Relations and Communications, at 1 (877) 470-2100, ext. 2190, or by mail at 1545 Route 206, Suite 300, Bedminster, NJ 07921. Questions regarding CenturyTel may be directed to CenturyTel's representatives at 1 (800) 485-1402.

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 05-00092

8. *Verify all current CCNs issued with the Authority, and provide copies of all current business licenses of CenturyTel Acquisition filed with the Tennessee Secretary of State's Office.*

RESPONSE:

(a) Certificates of Convenience and necessity. CenturyTel Acquisition has not heretofore provided telecom services in Tennessee and has not previously sought or received from the Tennessee Regulatory Authority any certificate of convenience and necessity. The Tennessee Regulatory Authority has heretofore entered orders granting KMC III a certificate of convenience and necessity to operate as a competitive local exchange carrier in Tennessee, a copy of which is attached to the Joint Request as Attachment E and is attached hereto as Data Request No. 1 Attachment 8A. The Joint Request includes a request for approval of the transfer of KMC III's certificate of convenience and necessity to CenturyTel Acquisition.

(b) Tennessee Secretary of State Authority. CenturyTel Acquisition's certificate of authority to do business in Tennessee, issued by the Tennessee Secretary of State, is attached hereto as Data Request No. 1 Attachment 8B-1 and is attached to the petition as Attachment D. Copies of CenturyTel Acquisition's authority to do business in Tennessee under the names "KMC Telecom III LLC" is attached hereto as Data Request No. 1 Attachment 8B-2.

DATA REQUEST NO. 1 ATTACHMENT 8A

Order Granting CCN to KMC III

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE TENNESSEE**

September 16, 1999

IN RE:

**KMC TELECOM III, INC. FOR A CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE
FACILITIES-BASED AND RESOLD LOCAL
EXCHANGE AND RESOLD INTEREXCHANGE
TELECOMMUNICATIONS SERVICES
THROUGHOUT THE STATE OF TENNESSEE**

DOCKET NO. 99-00211

**ORDER GRANTING CERTIFICATE OF
CONVENIENCE AND NECESSITY**

On July 28, 1999, this matter came before the Tennessee Regulatory Authority ("Authority"), upon the Application of KMC Telecom III, Inc. ("KMC III") for a Certificate of Public Convenience and Necessity as a Competing Telecommunications Service Provider to offer a full array of telecommunications services within the State of Tennessee (the "Application"). The Application was made pursuant to Tenn. Code Ann. § 65-4-201 *et seq.*

LEGAL STANDARD FOR GRANTING CCN

KMC III's Application was considered in light of the criteria for granting a certificate of public convenience and necessity ("CCN") as set forth in applicable statutes. Tenn. Code Ann. § 65-4-201 provides, in part:

(a) No public utility shall establish or begin the construction of, or operate any line, plant, or system, or route in or into a municipality or other territory already receiving a like service from another public utility, or establish service therein, without first having obtained from the authority, after written application and hearing, a certificate that the present or future public convenience and necessity require or will require such construction, establishment, and operation, and no person or corporation not at the time a public utility shall commence the

construction of any plant, line, system or route to be operated as a public utility, or the operation of which would constitute the same, or the owner or operator thereof, a public utility as defined by law, without having first obtained, in like manner, a similar certificate . .

* * *

(c) After notice to the incumbent local exchange telephone company and other interested parties and following a hearing, the authority shall grant a certificate of convenience and necessity to a competing telecommunications service provider if after examining the evidence presented, the authority finds:

(1) The applicant has demonstrated that it will adhere to all applicable commission policies, rules and orders; and

(2) The applicant possesses sufficient managerial, financial and technical abilities to provide the applied for services.

An authority order, including appropriate findings of fact and conclusions of law, denying or approving, with or without modification, an application for certification of a competing telecommunications service provider shall be entered no more than sixty (60) days from the filing of the application.

(d) Subsection (c) is not applicable to areas served by an incumbent local exchange telephone company with fewer than 100,000 total access lines in this state unless such company voluntarily enters into an interconnection agreement with a competing telecommunications service provider or unless such incumbent local exchange telephone company applies for a certificate to provide telecommunications services in an area outside its service area existing on June 6, 1995.

In addition, pursuant to Tenn. Code Ann. § 65-5-212, competing telecommunications providers are required to file with the Authority (1) a plan containing the provider's plan for purchasing goods and services from small and minority-owned telecommunications businesses; and (2) information on programs that might provide technical assistance to such businesses.

INTERVENORS

Public notice of the hearing in this matter was made by the Authority's Executive Secretary, pursuant to Tenn. Code Ann. § 65-4-204. No parties intervened prior to the hearing, opposed KMC III's Application, submitted testimony, or participated in the hearing.

KMC III'S HEARING

KMC III's Application was uncontested. At the hearing held on July 28, 1999, KMC III was represented by Mr. Kevin D. Minsky of Swidler Berlin Shereff Friedman, LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007. In addition, Mr. John D. McLaughlin Jr., KMC III's Manager of State Regulatory Affairs presented testimony and was subject to examination by the Authority's Directors. Upon KMC III's conclusion of the proof in its case, the Authority granted KMC III's Application based upon the following findings of fact and conclusions of law:

I. APPLICANT'S QUALIFICATIONS

1. KMC III is a Delaware corporation that was incorporated on December 14, 1998. KMC III has obtained the required authority to transact business in the State of Tennessee.
2. The complete street address of KMC III's principal place of business is 1545 Route 206, Suite 300, Bedminster, New Jersey 07921-2567. The phone number is (908) 470-1545 and the fax number is (908) 719-8775. KMC III's counsel are Eric J. Brantman and Kevin D. Minsky of Swidler Berlin Shereff Friedman, LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007.
3. The Application and supporting documentary information existing in the record indicate that KMC III has the requisite technical and managerial qualifications necessary to provide a full array of local exchange and interexchange telecommunications services within the State of Tennessee on a facilities-based and resale basis. KMC III's management and technical teams have particular expertise in the development and deployment of facilities-based and resold telecommunications services.
4. KMC III has the necessary capital and financial qualifications to provide the services it proposes to offer.
5. KMC III has represented that it will adhere to all applicable policies, rules and orders of the Authority.

II. PROPOSED SERVICES

1. KMC III intends to provide all forms of resold and facilities-based local exchange telecommunications services to residential and business customers, including: (1) basic residential exchange services (local exchange flat rate, measured rate service, operator access, etc.); (2) residential custom and class features (call waiting, caller ID, call forwarding, etc.); (3) basic business exchange services; (4) business custom calling and class features; (5) adjunct provided features (voice messaging, etc.); and (6) business and residential ancillary services (directory assistance, directory listing, 911, etc.). KMC III also intends to provide operator assisted services, directory assistance, toll-free calling, dual party relay services, and access to 911 emergency services. KMC III will also offer resold interexchange services throughout the State of Tennessee, including both inbound and outbound intraLATA and interLATA services.

2. Except as may be authorized by law, KMC III does not intend to serve any areas currently being served by an incumbent local telephone company with fewer than 100,000 total access lines where local exchange competition is prohibited pursuant to Tenn. Code Ann. § 65-4-201(d).

III. PERMITTING COMPETITION TO SERVE THE PUBLIC CONVENIENCE AND NECESSITY

Upon a review of the Application and the record in this matter, the Authority finds that approval of KMC III's Application would inure to the benefit of the present and future public convenience by permitting competition in the telecommunications services markets in the State and by fostering the development of an efficient technologically advanced statewide system of telecommunications services.

IV. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN & BUSINESS ASSISTANCE PROGRAM

1. KMC III has filed a satisfactory small and minority-owned telecommunications business participation plan, pursuant to Tenn. Code Ann. § 65-5-212 and the Authority's Rules.
2. KMC III has acknowledged its obligation to contribute to the funding of the small and minority-owned telecommunications business assistance program, as set forth in Tenn. Code Ann. § 65-5-213.

IT IS THEREFORE ORDERED THAT:

1. KMC III's Application is approved.
2. Any party aggrieved by the Authority's decision in this matter may file a Petition for Reconsideration with the Authority within ten (10) days from and after the date of this Order.
3. Any party aggrieved with the Authority's decision in this matter has the right of judicial review by filing a Petition for Review in the Tennessee Court of Appeals, Middle Section, within sixty (60) days from and after the date of this Order.


Melvin L. Malone, Chairman


H. Lynn Green, Jr., Director


Sara Kyle, Director

ATTEST:


K. David Waddell, Executive Secretary

Hick L.

Company ID: 128292
KMC Telecom III LLC
1755 North Brown Road
3rd Floor
Lawrenceville, GA 30043

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN March 12, 2002

IN RE: CASE NUMBER: 02-00174

KMC Telecom III, Inc. name change to KMC Telecom III LLC.

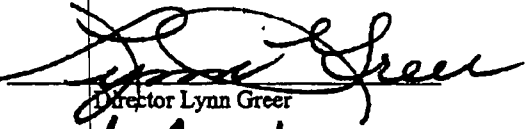
--ORDER--

This matter is before the Tennessee Regulatory Authority upon the petition of KMC Telecom III, Inc. to change its company name. The TRA considered this request at their regularly scheduled Conference held on March 12, 2002 and concluded that the applicant has met all the TRA requirements for changing its name. Pursuant to § T.C.A. 65-4-113,

IT IS THEREFORE ORDERED:

1. That the petition of KMC Telecom III, Inc. is approved.
2. That KMC Telecom III LLC holds a Certificate of Public Convenience and Necessity to provide telecommunications services in Tennessee as specified in its application on file with the Authority.
3. That said company shall comply with all applicable TRA rules and regulations.
4. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.


Chairman Sara Kyle


Director Lynn Greer


Director Melvin Malone

ATTEST:


Executive Secretary

DATA REQUEST NO. 1 ATTACHMENT 8B-1

Certificate of Authority of CenturyTel Acquisition to do
Business in Tennessee

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 03/21/05
REQUEST NUMBER: 5398-0013
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/18/05 1156
EFFECTIVE DATE/TIME: 03/18/05 1156
CONTROL NUMBER: 0489909

TO:
CFS
8161 HWY 100-172
NASHVILLE, NT 37221

RE:
CENTURYTEL ACQUISITION LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY
CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED
ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF
STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN
ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE
WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED
LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING
ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO
MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY
COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 03/21/05

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00003684055
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

DATA REQUEST NO. 1 ATTACHMENT 8B-2

Certificate of Authority of CenturyTel Acquisition to
doBusiness in Tennessee Under the Name "KMC Telecom III
LLC"

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 03/22/05

REQUEST NUMBER: 5397-2887

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 03/21/05 1457

EFFECTIVE DATE/TIME:

CONTROL NUMBER: 0489909

TO:

CFS

8161 HWY 100 172

NASHVILLE, TN 37221

RE:

**KMC TELECOM III LLC
APPLICATION FOR REGISTRATION OF ASSUMED NAME -
LIMITED LIABILITY COMPANY**

**THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE
DATE AS INDICATED ABOVE.**

**WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.**

**FOR: APPLICATION FOR REGISTRATION OF ASSUMED NAME -
LIMITED LIABILITY COMPANY**

ON DATE: 03/22/05

FROM:

CFS

8161 HIGHWAY 100

#172

NASHVILLE, TN 37221-0000

RECEIVED: FEES \$20.00 \$0.00

TOTAL PAYMENT RECEIVED: \$20.00

**RECEIPT NUMBER: 00003685153
ACCOUNT NUMBER: 00101230**

Riley C Darnell

**RILEY C DARNELL
SECRETARY OF STATE**



RECEIVED
STATE OF TENNESSEE
State of Tennessee

MAR 21 PM 2:57

Department of State

Corporate Filings
312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR REGISTRATION
OF ASSUMED

LIMITED LIABILITY COMPANY NAME

SECRETARY OF STATE
BY DANIEL L.

2005 MAR 18 AM 11:56

For Office Use Only

Pursuant to the provisions of § 48-207-101 (d) of the Tennessee Limited Liability Company Act, the undersigned Limited Liability Company hereby submits this application.

1 The true name of the Limited Liability Company is CenturyTel Acquisition LLC

FILED

2 The state or country of organization is: Louisiana

3 The Limited Liability Company intends to transact business under an assumed Limited Liability Company name

4 The assumed Limited Liability Company name the Limited Liability Company proposes to use is

KMC Telecom III LLC

NOTE: The assumed Limited Liability Company name must meet the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act.

March 14, 2005

Signature Date

Manager

Signer's Capacity

CenturyTel Acquisition LLC

Name of Limited Liability Company

R. Stewart Ewing, Jr.

Signature

R. Stewart Ewing, Jr.

Name (typed or printed)

0489909

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 05-00092

9. *Confirm that petitioners will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's office.*

RESPONSE: CenturyTel Acquisition does not currently provide telecom services in Tennessee and, therefore, has not received a certificate of convenience and necessity from the Tennessee Regulatory Authority. The Joint Request seeks Tennessee Regulatory Authority approval of the transfer of KMC III's certificate of convenience and necessity to provide telecom services in the Chattanooga, Tennessee area to CenturyTel Acquisition. As described in the Joint Request and in the response to question 6 above, KMC III intends to transfer its other Tennessee assets (located in the Tri-Cities, Tennessee area) to Telecove of Nashville, L.P. After the consummation of the transfer to CenturyTel Acquisition and the transfer to Telecove of Nashville, L.P., KMC III will not have a certificate of convenience and necessity from the Tennessee Regulatory Authority and will not provide telecom services in Tennessee.